



# What you need to know when filing with the Office of the **Secretary of State**

## Corporations and Charities Division

# Mission Statement

We are the Secretary of State

We provide essential business and charitable information to promote public trust

# What does the division do?

- Registered 70% of all new Washington State businesses in 2015
- Record documents as presented by the customer
- Ministerial, do not have a regulatory role
- Hold public records for inspection

Other division programs include:

Charities, Apostilles, Trademarks, International Student Exchange, and others

# Types of registrations

- Profit Corporations
- Non Profit Corporations
- Limited Liability Companies (LLC)
- Limited Partnerships (LP)
- Limited Liability Partnerships (LLP)
- Limited Liability Limited Partnerships (LLLP)

# Types of documents

- Formation Documents
- Amendments
- Mergers/Conversions
- Annual Reports
- Statements of Change

# Things to consider

- **Have you decided on a structure** that fits your business, your taxes, and addresses your liabilities
- **Have you generated** bylaws for a corporation or an operating agreement for an LLC
- **Business Name** (must be distinguishable from other registered entities)

# Things to consider (cont.)

- **Registered Agent** (must be a physical address in Washington)
- **Corporations and LLCs** have options that must be designated with the IRS for taxes (s-corp/c-corp)
- **Governing Persons** have 120 days to be reported to the Secretary of State

# Why file with OSOS first?

- Entity recognition
- Entity name
- UBI number



# Potential problems

- Unregistered Entities
- Duplicate UBI's
- Inconsistent information

# REMEMBER!

- Registered agent must be kept current at all times, can be changed online for free (post office and BLS address changes do not apply)
- Annual report notices are mailed 45-60 day prior to the expiration
- Annual reports are due on or before the end of the anniversary month

# Certificate

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF INCORPORATION**


to

**BUSINESS NAME**

a/an WA Non-Profit Corporation. Charter documents are effective on the date indicated below.

Date: 5/1/2014

UBI Number: 609-000-609



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



Kim Wyman, Secretary of State

Date Issued: 5/2/2014



Secretary of State



# Charities registration?

- Does the organization ask for, or receive money or items of value from the public for charitable purposes?
- Does the organization receive contributions and/or have paid staff?
- Does the organization use the services of a commercial/professional fundraiser?
- Does the organization receive \$50,000 or more in revenue from contributions?

# What does the business need after filing?

- File Initial reports (Profit corporations and LLCs)
- File an Annual Report
- Maintain Registered Agent and Agent's Address
- Amend information if changes occur in Articles/Certificates

# Next steps after OSOS

- File business license application (BLA) with Business Licensing Service (BLS)
  - Register trade names
- Follow up with appropriate regulatory agencies

# Questions?

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